

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA**

In re: CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹ <div style="text-align: right;">Debtors.</div>)))))))	Chapter 11 Case No. 08-35653 (KRH) Joint Administration Requested
---	---------------------------------	---

**SECOND ORDER EXPANDING THE SCOPE
OF EMPLOYMENT AND RETENTION OF ERNST & YOUNG LLP**

Upon the second supplemental application (the “Supplemental Application”)² of the Debtors for an order pursuant to sections 327 and 328 of the Bankruptcy Code, authorizing them to expand the scope of employment and retention of Ernst & Young LLP (“E&Y LLP”) to include additional tax advisory services, effective as of March 11, 2009; and it appearing that due and adequate notice of the Supplemental Application was given and that no other notice need be given; and it appearing that the relief requested in the Supplemental Application is in the best interest of the Debtors’ estates and their creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Supplemental Application in this District is proper pursuant to 29 U.S.C.

¹ The Debtors are the following entities: The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc.(6796), Sky Venture Corp. (0311), Prahs, Inc.(n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

² Capitalized terms used but not defined herein shall have the meaning set forth in the Supplemental Application.

§§ 1408 and 1409; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, that the Supplemental Application is granted; and it is further

ORDERED, that the SOWs are hereby approved; and it is further

ORDERED, that in accordance with sections 327(a) and 328(a) of the Bankruptcy Code, the Debtors are authorized to expand the scope of E&Y LLP's employment and retention in these cases for E&Y LLP to provide additional tax advisory services, effective as of March 11, 2009, in accordance with the SOWs, and to pay fees to E&Y LLP on the terms and at the times specified in such documents; and it is further

ORDERED, that E&Y LLP will file fee applications for interim and final allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court, as applicable; and it is further

ORDERED, notwithstanding the possible applicability of Rules 6004(g), 7062, and 9014 of the Bankruptcy Rules, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2009

United States Bankruptcy Judge